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Nashville, TN 37201-3300

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REC'D TN
REGULATORY AUTH

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May 21, 2002 OFFICE OF THE
EXECUTIVE SECRETARY

Guy M. Hicks
General Counsel
615 214 6301
Fax 615 214 7406

VIA HAND DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

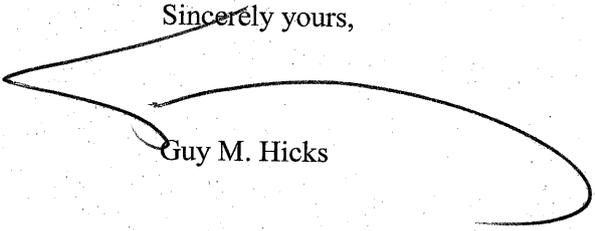
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and KMC Telecom Holdings, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. ~~00-01004~~ 02-00610

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, KMC Telecom Holdings, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated October 6, 2000. The Amendment modifies Attachment 2, Exhibit C of the Interconnection Agreement to incorporate DS1 and DS3 cross connect rates for virtual collocation.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

GMH:dt

Enclosure

cc: Charlene Keys, KMC Telecom
Tricia Breckenridge, KMC Telecom

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and KMC Telecom Holdings, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~01-00636~~ 02-00610

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND KMC TELECOM HOLDINGS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, KMC Telecom Holdings, Inc. ("KMC") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated October 6, 2000 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, KMC and BellSouth state the following:

1. KMC and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to KMC. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on January 23, 2001.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment modifies Attachment 2, Exhibit C of the Agreement to incorporate DS1 and DS3 cross connect rates for virtual collocation. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, KMC and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The

Amendment provides that either or both of the parties are authorized to submit the Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and KMC within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. KMC and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

KMC and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 22nd day of May, 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: _____

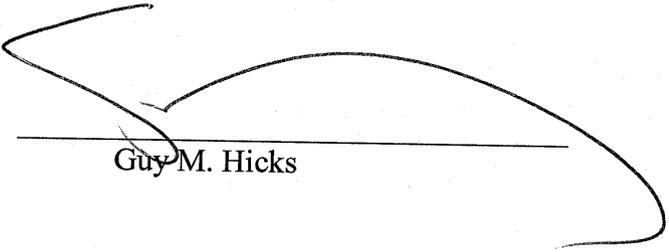
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 24 day of May, 2002:

Tricia Breckenridge
KMC Telecom
1755 North Brown Road, 3rd Floor
Lawrenceville, GA 30043

Charlene Keys
KMC Telecom
1755 North Brown Road, 3rd Floor
Lawrenceville, GA 30043



Guy M. Hicks

AMENDMENT TO
INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND KMC TELECOM HOLDINGS, INC.
DATED OCTOBER 6, 2000

This Agreement (the "Amendment") is made and entered into between BellSouth Telecommunications, Inc. ("BellSouth") a Georgia corporation, and KMC Telecom Holdings, Inc., ("KMC"), a Delaware corporation, on behalf of itself and its certificated operating affiliates identified in Attachment A hereto.

WHEREAS, The Parties desire to amend that certain Interconnection Agreement between BellSouth and KMC dated October 6, 2000 (the "Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BellSouth and KMC hereby covenant and agree as follows:

1. Attachment 2, Exhibit C of the Interconnection Agreement is hereby amended to incorporate DS1 and DS3 cross connect rates for virtual collocation into the Agreement. Said rates are as set forth in Exhibit 1 hereto.
2. The Parties agree that all of the other provisions of the Interconnection Agreement dated October 6, 2000 shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the data indicated below.

Gregory R Follenber
BellSouth Telecommunications, Inc.
By: Gregory R Follenber
Title: Senior Director
Date: 5/1/02

Michael P. Duke
KMC Telecom Holdings, Inc.
By: Michael P. Duke
Title: Director - Government Affairs
Date: May 1, 2002

ATTACHMENT A

AMENDMENT TO
INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND KMC TELECOM HOLDINGS, INC.
DATED OCTOBER 6, 2000

Attachment A

SCHEDULE OF KMC HOLDINGS, INC. (KMC TELECOM) OPERATING
AFFILIATES

KMC Telecom III, Inc., KMC Telecom V, Inc. (AL, FL, GA, LA, MS, SC, TN)

KMC Telecom II, Inc., KMC Telecom III, Inc., KMC Telecom V, Inc. (NC)

KMC Telecom V, Inc. (KY)

249806

**SCHEDULE OF KMC HOLDINGS, INC. (KMC TELECOM) OPERATING
AFFILIATES**

KMC Telecom III, Inc., KMC Telecom V, Inc. (AL, FL, GA, LA, MS, SC, TN)

KMC Telecom II, Inc., KMC Telecom III, Inc., KMC Telecom V, Inc. (NC)

KMC Telecom V, Inc. (KY)

249606

CATEGORY	Intermittent Zone	BICS	USOC	RATES(\$)	Nonrecruiting		Nonrecruiting Disconnect		Attachment 2		Exhibit B	
					First	Add'l	First	Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l
					SOMAN		SOMAN		SOMAN		SOMAN	
<p>UNBUNDLED NETWORK ELEMENTS - Alabama</p>												
<p>OPERATIONAL SUPPORT SYSTEMS</p> <p>NOTE: (1) Electronic Service Order: CLEC should contact its contract negotiator if it prefers the state specific electronic service ordering charges as ordered by the State Commission. The electronic service ordering charge currently contained in this rate exhibit is the BellSouth regional electronic service ordering charge. CLEC may elect either the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charge.</p> <p>NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEC rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BBR-L0) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BBR-L0, the listed SOMEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.</p>												
<p>VIRTUAL COLLOCATION</p>												
			SOMEC	3.50								
		USI, ULG, AMTFS, ULR, UXTD1, UNC1A, ULDD1, UTTD1, USLEL, UNLD1										
		USI, ULG, AMTFS, UES, UHTD3, UXTS1, UXTD3, UNC3X, UNC3X, LA, DD3, UXTS1, ULDS1, UD, SX, UN, D3	CNC1A	7.50	155.00	14.00						
		Virtual collocation - DS3 Cross Connects	CND3X	56.26	151.60	11.83						

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)		Nonrecurring Add'l		Svc Order Submitted Elec per LSR	Attachment 2		Exhibit B	
					First	14.2D	First	Add'l		Incremental Charge - Manual Svc Order vs. Electronic-1st	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	SOMAN
<p>UNBUNDLED NETWORK ELEMENTS - Florida</p>													
<p>OPERATIONAL SUPPORT SYSTEMS</p> <p>NOTE: (1) Electronic Service Order: CLEC should contact its contract negotiator if it prefers the state specific electronic service ordering charges as ordered by the State Communications. The electronic service ordering charge currently contained in this rate exhibit is the Southwestern regional electronic service ordering charge. CLEC may elect either the state specific, Commission ordered rates for the electronic services ordering charges, or CLEC may elect the regional electronic services ordering charge.</p> <p>NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMECH rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BRFL-LO) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BRFL-LO, the listed SOMECH rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.</p>													
	Manual Service Order Charge per LSR, Discounted Only (FL)			SOMAN		1.83							
	Electronic OSS Charge per LSR, submitted via BSS's OSS interactive interfaces (Regional)			SOMECH		3.60							
<p>VIRTUAL COLLOCATION</p>													
	Virtual collocation - CS1 Cross Connects		USL,U,C,AKTFS, UUR,U,KTFS, UNCIX,U,DDI, U,TTD1,U,SELE, U,MLD1			7.50	155.00	14.2D	11.90				
	Virtual collocation - OSS Cross Connects		E3,U,TTD3,U,TS1, U,XTD3,U,NC3X, U,NC3X,U,DD3, U,TS1,U,LD3, U,LSX,U,MLD3			56.25	151.90	11.83	11.90				

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	Roc	Nonrecurring Adjt		Manufacturing Disconnect First	Srv Order Submitted Else per LSR	Srv Order Submitted Manually per LSR	Attachment 2		Exhibit 6		
						First	Adjt				Incremental Charge - Manual Svc Order vs. Electronic- Adjt	Incremental Charge - Manual Svc Order vs. Electronic- Disc Adjt	Incremental Charge - Manual Svc Order vs. Electronic- Disc Adjt	Incremental Charge - Manual Svc Order vs. Electronic- Disc Adjt	

CATEGORY	RATE ELEMENTS	Internal Zone	BCS	USOC	RATES(S)	Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Attachment: 2				Exhibit: B						
								Incremental Charge - Manual Svc Order vs. Electronic-1st		Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st		Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st		Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st				
								First	SO/MEC	First	SO/MEC	First	SO/MEC	First	SO/MEC			
								Nonrecursing Add'l										
OPERATIONAL SUPPORT SYSTEMS NOTE: (1) Electronic Service Order: CLEC should contact its contract negotiator if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate exhibit is for the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect either the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charge. For those elements that cannot be ordered electronically will be billed according to the SO/MEC rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BBLR-LO) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BBLR-LO, the listed SO/MEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SO/MEC, will be applied as a CLEC bill when it submits an LSR to BellSouth. Manual Service Order Charge per LSR (Discounted Only (KO)) Electronic OSS Charge per LSR, submitted via BST's OSS Interactive interfaces (Regional)																		
VIRTUAL COLLOCATION Virtual collocation - DS1 Cross Connects Virtual collocation - DS3 Cross Connects																		

CATEGORY	RATE ELEMENTS	Interim Zone	SCS	USOC	RATES(\$)	Nonrecurrent Add'l	Nonrecurrent Disconnect First	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
										Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l
										SOMAN	SOMAN	SOMAN	SOMAN
<p>UNBUNDLED NETWORK ELEMENTS - Louisiana</p>													
<p>OPERATIONAL SUPPORT SYSTEMS</p> <p>NOTE: (1) Electronic Service Order: CLEC should contact its contract negotiator if it prefers the table specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate exhibit is the BellSouth regional electronic service ordering charge. CLEC may elect either the state specific Commission ordered rates for this electronic service ordering charges, or CLEC may elect this regional electronic service ordering charge.</p> <p>NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEK rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BBL-LO) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BBL-LO, the listed SOMEK rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.</p>													
<p>VIRTUAL COLLOCATION</p> <p>Electronic OSS Charge, per LSR, submitted via 307's OSS</p>													
				SOMEK	3.50								
			USL,UJC,AMTFS, JLR,UXTD1, UNCIX,ULOD1, UJTD1,USSEL, UNLD1		21.39	15.47			15.20				
			USL,UJC,AMTFS,U E3,UTDX,UXTS1, UKTDS,UNC3X, UNC5X,UJDO3, UJTS1,UJDS1, UD,5X,UN,DS	CNE1X	1.04								
			Virtual collocation - DS1 Cross Connects										
			Virtual collocation - OSS Cross Connects	CND3X	13.21	14.76			15.23				

CATEGORY	RATE ELEMENTS	Industry Zone	BCS	USOC	Non recurring Add'l			Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Attachment 2		Exhibit B	
					Rec	First	Disconnect Add'l			Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Mississippi													
OPERATIONAL SUPPORT SYSTEMS													
NOTE: (1) Electronic Service Order: CLEC should contact the contract negotiator if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate subbill is the South regional electronic service ordering charge. CLEC may elect either the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charge. For those elements that cannot be ordered electronically at present per the BigSLO, the listed SOMEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.													
				SOMAN			1.37						
				SOMEC			3.50						
VIRTUAL COLLOCATION													
			JSL, ULC, AN1FS, ULR, UXTD1, UNCIX, ULDD1, UXTD3, ULDS1, UNLSK, UNLDS3										
			Virtual collocation - DS1 Cross Connects	CNC: X	1.14	18.02	6.80	5.87	15.75				
			Virtual collocation - DS3 Cross Connects	CND3X	14.49	15.28	7.61	6.10	15.75				

CATEGORY	Attachment: 2											Exhibit: B						
	Svc Order Submitted Manually per LSR		Incumbent Disconnection	RATES(\$)	Nonrecurrent		Recurring		Disconnection		Incremental Charge - Manual Svc Order vs. Electronic-Addn		Incremental Charge - Manual Svc Order vs. Electronic-Addn					
	per LSR	per LSR			First	Subsequent	First	Subsequent	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
<p>UNBUNDLED NETWORK ELEMENTS - North Carolina</p> <p>OPERATIONAL SUPPORT SYSTEMS</p> <p>NOTE: (1) Electronic Service Order: CLEC should contact the carrier/processor if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate exhibit is the BellSouth regional electronic service ordering charges. CLEC may elect within the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charge. For those elements that cannot be ordered electronically at present per the BSR-LQ, the listed SOMEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.</p> <p>Electronic OSS Charge per LSR submitted via BSY's OSS Intra-state interties (Regional)</p>																		
<p>VIRTUAL COLLOCATION</p> <p>Virtual Collocation - DS1 Cross Connects</p>																		

NOTE: (1) Electronic Service Order: CLEC should contact the carrier/processor if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate exhibit is the BellSouth regional electronic service ordering charges. CLEC may elect within the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charge. For those elements that cannot be ordered electronically at present per the BSR-LQ, the listed SOMEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to BellSouth.

CATEGORY	RATE ELEMENTS	Zone	BCS	USOC	RATES(\$)			Attachment 2		Attachment B		
					Nonrecurring Add'l	Nonrecurring Disconnect First Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st
OPERATIONAL SUPPORT SYSTEMS												
<p>NOTE: (1) Electronic Service Order: CLEC should contact its contract negotiator if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charges currently contained in this rate exhibit is the BellSouth regional electronic service ordering charges. CLEC may select either the state specific Commission originated rates for the electronic service ordering charges, or CLEC may select the regional electronic service ordering charges.</p> <p>NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEK rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BBL-LO) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BBL-LO, the listed SOMEK rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge (SOMAN) will be applied to a CLEC's bill when it submits an LSR to BellSouth.</p> <p>Manual Service Order Charge, per LSR, Discount Only (SO)</p> <p>Electronic OSS Charge, per LSR, submitted via BSTR OSS recursive interfaces (Regional)</p>												
VIRTUAL COLLOCATION												

CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(S)	Nonrecurring		Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Add'l		Incremental Charge - Manual Svc Order vs. Electronic- DMC 1st		
						First	Add'l				Manual Svc Order vs. Electronic- Add'l	Manual Svc Order vs. Electronic- DMC 1st			
						Rec	Add'l				SOMAN	SOMAN			
<p>UNBUNDLED NETWORK ELEMENTS - Tennessee</p> <p>OPERATIONAL SUPPORT SYSTEMS</p> <p>NOTE: (1) Electronic Service Order: CLEC should contact its central processor if it prefers the state specific electronic service ordering charges as ordered by the State Commissions. The electronic service ordering charge currently contained in this rate exhibit is for the Tennessee regional electronic service ordering charges. CLEC may elect either the state specific Commission ordered rates for the electronic service ordering charges, or CLEC may elect the regional electronic service ordering charges. For those elements that cannot be ordered electronically at present per the 898-LO, the local SOMAN rate in this category (reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's bill when it submits an LSR to the South Interactive Interfaces (Regional) Electronic OSS Charge, per LSR, submitted via IS75 OSS</p>															
VIRTUAL COLLOCATION															
				SOMAN		3.50									
			USL, ULC, AMTFS, ULR, UXED1, UNCIX, ULED1, U1T31, ULLE1, UNLD1			1.32	32.22	17.76	10.46	8.76		2.07	2.81	0.67	1.41
	Virtual collocation - DS1 Cross Connects		JSL, ULC, AMTFS, U E3, U1T33, UXTS1, UXTS3, UNCIX, UNCIX, ULDDA, U1T31, ULCSI, U1L1SX, UNLD3	CNC1K											
	Virtual collocation - DS3 Cross Connects			CND3X		12.32	29.97	16.30	12.03	8.99		2.07	2.81	0.67	1.41